

**Form 205—General Information**  
**(Articles of Organization)**

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

- **Commentary:** The limited liability company [hereinafter LLC] is neither a corporation nor a partnership; rather, it is a distinct type of entity that shares the characteristics and powers of a corporation and a partnership. The owners of an LLC are called “*members*,” the provisions relating to the management of the affairs of the LLC are called “*regulations*.” Members may be individuals, partnerships, corporations, and any other type of legal entity. Please note that under the provisions of the Texas Tax Code, a limited liability company is subject to state franchise tax.
- **Article 1—Name:** Provide a name and organizational ending for the LLC. The name must include the words “Limited Liability Company” or “Limited Company” or the abbreviations “L.L.C.”, “LLC”, “LC,” “L.C.,” or “Ltd. Co.” The word “Company” or the abbreviations “Co.” or “Ltd.” alone are unacceptable to satisfy the requirement that the name contain a designated ending. If the name chosen is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at [www.sos.state.tx.us/tac/index.html](http://www.sos.state.tx.us/tac/index.html). If you wish the secretary of state to provide a preliminary determination on “name availability,” you may call (512) 463-5555 or e-mail your name inquiry to [corpinfo@sos.state.tx.us](mailto:corpinfo@sos.state.tx.us). **A final determination cannot be made until the document is received and processed by the secretary of state. Do not make financial expenditures or execute documents utilizing the name “pre-cleared.”** Also note that the pre-clearance of a name or the issuance of a certificate of incorporation under a name does not authorize the use of a name in violation of another person’s rights to the name.
- **Article 2—Registered Agent and Registered Office:** The registered agent can be either an individual resident of the state (Option B) or any of the following legal entities organized or qualified in Texas with a business address which is the registered office address: partnership, limited partnership, limited liability company, foreign limited liability company, trust, estate, corporation, custodian, trustee, executor, administrator, or any other legal or commercial entity, in its own or representative capacity. (Option A). The limited liability company however may not be designated to serve as its own registered agent. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**
- **Article 3—Management:** An LLC may be managed by a manager or managers, who need not be residents of the state or members of the LLC, unless required by the regulations. If the company is to be managed by managers, select Option A of Article 3 and provide the name and address of each manager in the space provided in Article 3. If the LLC is to be managed by its members, select option B of Article 3 and provide the name and address of each member in the space provided in Article 3. If a member is not an individual, provide the full name of the legal entity in the space provided for a legal entity name. Only one manager or member is required.
- **Article 5—Purpose:** This form creates an LLC with the general purpose of conducting any lawful business. If you seek to form an LLC for the provision of a professional service that requires the issuance of a license, such as nursing, accounting, or engineering services, do not utilize this form.

Provision of a professional service by an LLC is accomplished through the formation of a professional limited liability company or PLLC, which may be formed by utilizing **Form 206**.

- **Supplemental Provisions:** Additional space has been provided for additional text to an article within this form, or to provide for additional articles to contain optional provisions.
- **Organizer:** Only one organizer is required for the formation of an LLC; consequently, this form is drafted to identify only one organizer and to provide space for one signature. An organizer may be a natural person 18 years of age or older or any other “person” as defined by article 1.02A(4) of the Texas Limited Liability Company Act. There are no residency requirements for an organizer.
- **Effective Date:** Articles of organization become effective as of the date of filing by the secretary of state. However, pursuant to Article 9.03 of the Texas Limited Liability Company Act, the effectiveness of the articles of organization may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.
- **Execution:** The organizer must sign the articles of organization. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor.

**Payment and Delivery Instructions:** Mail the completed form, together with the filing fee of \$200 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized processing cost of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709.

**Form 205**  
**(revised 6/01)**

Return in Duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
FAX: 512/463-5709  
**Filing Fee: \$200**



This space reserved for office use.

**Articles of Organization**  
**For A**  
**Texas Limited Liability**  
**Company Act**

**Article 1 –Name**

The name of the limited liability company is as set forth below:

The name of the entity must contain the words "Limited Liability Company" or "Limited Company," or an accepted abbreviation of such terms. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

**Article 2 – Registered Agent and Registered Office (Select and complete either A or B and complete C.)**

☐ A. The initial registered agent is an organization (cannot be company named above) by the name of:

**OR**

☐ B. The initial registered agent is an individual resident of the state whose is set forth below.

First Name	M.I.	Last Name	Suffix
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C. The business address of the registered agent and the registered office address is:

Street Address	City	TX	Zip Code
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**Article 3 – Management**

A. ☐ The limited liability company is to be managed by managers. The names and addresses of the initial managers are set forth below:

**OR (Select either option A or option B; do not select both.)**

B. ☐ The limited liability company will not have managers. Management of the company is reserved to the members. The names and addresses of the initial members are set forth below:

Manager/Member Name and Address Information

**MANAGER/MEMBER 1**

**LEGAL ENTITY:** The manager/member is a legal entity named:

**INDIVIDUAL:** The manager/member is an individual whose name is set forth below:

First Name	M.I.	Last Name	Suffix
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**ADDRESS OF MANAGER/MEMBER 1:**

Street Address	City	State	Zip Code
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**MANAGER/MEMBER 2**

**LEGAL ENTITY:** The manager/member is a legal entity named:

**INDIVIDUAL:** The manager/member is an individual whose name is set forth below.

First Name	M.I.	Last Name	Suffix
ADDRESS OF MANAGER/MEMBER 2:			
Street Address	City	State	Zip Code
MANAGER/MEMBER 3:			
LEGAL ENTITY: The manager/member is a legal entity named:			
INDIVIDUAL: The manager/member is an individual whose name is set forth below.			
First Name	M.I.	Last Name	Suffix
ADDRESS OF MANAGER/MEMBER 3:			
Street Address	City	State	Zip Code
<b>Article 4 – Duration</b>			
The period of duration is perpetual.			
<b>Article 5– Purpose</b>			
The purpose for which the company is organized is for the transaction of any and all lawful business for which limited liability companies may be organized.			
<b>Supplemental Provisions/Information</b>			
Text Area			
[The attached addendum are incorporated herein by reference.]			
<b>Organizer</b>			
The name and address of the organizer is set forth below.			
Name			
Street Address	City	State	Zip Code
<b>Effective Date of Filing</b>			
A. <input type="checkbox"/> This document will become effective when the document is filed by the secretary of state.			
OR			
B. <input type="checkbox"/> This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is			
<b>Execution</b>			
The undersigned signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.			
Signature of organizer			